

This document was prepared by John C. Morris, III, 1820 AVENUE OF AMERICA
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INDEXING INSTRUCTIONS:

LOT 88, SECTION A, CHURCHWOOD ESTATES S/D, SECTIONS 2 AND 3, T-2-SOUTH, R-8-W

SUBSTITUTION OF TRUSTEE

STATE OF MISSISSIPPI
COUNTY OF DESOTO

WHEREAS, on the 24TH day of FEBRUARY, 1995, TIMOTHY W. SANDERS AND WIFE REBECCA T. SANDERS executed a Deed of Trust to THOMAS F. BAKER, IV, Trustee for the use and benefit of FIRST TENNESSEE BANK NATIONAL ASSOCIATION beneficiary, which Deed of Trust is on file and of record in the office of the Chancery Clerk of DESOTO County, Mississippi, in Deed of Trust Record Book 750 at Page 280 and re-recorded in Book 965 at Page 201, thereof, describing the following property:

SEE EXHIBIT "A"

WHEREAS, the undersigned is the present holder and beneficiary of the Deed of Trust referred to above; and

WHEREAS, under the terms of said Deed of Trust, the beneficiary or any assignee is authorized to appoint a Trustee in the place and stead of the original Trustee or any successor Trustee in said Deed of Trust; and

NOW, THEREFORE, the undersigned holder of said Deed of Trust does hereby appoint and substitute John C. Morris, III as Trustee, the said John C. Morris, III to have all rights, powers and privileges granted the Trustee in said Deed of Trust.

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid to convey title to said Foreclosed property to the SECRETARY OF VETERANS AFFAIRS, an officer of the United States of America, or the SECRETARY OF HOUSING AND URBAN DEVELOPMENT, or whosoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested the transfer of its bid to Grantee (s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute the same.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers on this 5th day of September, 2002.

Tara N. Thomas
BY: Tara N. Thomas
Document Control Officer

TCIF REO 2, LLC

STATE MS.-DESOTO CO. FILED

Nov 6 11 21 AM '02

STATE OF PA
COUNTY OF: Montgomery

BK 1597 PG 401
W.E. DAVIS CH. GLK.

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Tara N. Thomas known personally to me to be the Document Control Officer of the within named

TCIF REO 2, LLC and that (s) he executed and delivered the within and foregoing instrument on the day and year therein mentioned for and on behalf of said corporation, and as its own act and deed for the purposes therein mentioned, having been first duly authorized so to do.

WITNESS my signature and official seal on this, the 5th day of September, 2002.

MY COMMISSION EXPIRES

NOTARIAL SEAL
LINA M. SANCLEMENTE, Notary Public
Havboro Boro, Montgomery County
#002308724 Expires April 30, 2006

NOTARY PUBLIC

TIMOTHY SANDERS, FAIR

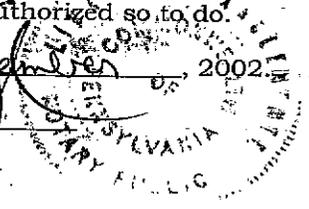


Exhibit "A"

LOT 88, SECTION A, REVISED, CHURCHWOOD ESTATES SUBDIVISION, LOCATED IN SECTIONS 2 AND 3, TOWNSHIP 2 SOUTH, RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI, AS PER PLAT THEREOF RECORDED IN PLAT BOOK 12, PAGES 45-46, IN THE CHANCERY COURT CLERK'S OFFICE OF DESOTO COUNTY, MISSISSIPPI.